

B210  
(12/04)

**UNITED STATES BANKRUPTCY COURT**  
**Southern District of New York**  
(Manhattan)

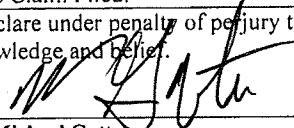
In re: DELPHI CORPORATION, *et al.*, Case No. 05-44481-rdd  
(Jointly Administered)  
Court ID (Court use only) \_\_\_\_\_

**NOTICE OF PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed.R.Bankr.P., of the transfer, other than for security, of the claim referenced in this notice.

<b>SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD</b>	<b>Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America</b>
Name of Transferee	Name of Transferor
Name and Address where notices to transferee should be sent <b>SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Two Greenwich Plaza, 1<sup>st</sup> Floor Greenwich, CT 0683 Attn: Brian A. Jarman</b>	Court Record Address of the transferor (Court Use Only)
Last Four Digits of Acct. #:	Last Four Digits of Acct. #:
<b>Partial Transfer Amount: \$8,000,000.00</b> <b>Original Claim Amount: \$9,078,756.03</b>	
Name and Address where transferee payments should be sent (if different from above)	Name and Current Address of transferor <b>Panasonic Automotive Systems Company of America 776 Hwy 74 South Peachtree City, Georgia 30269 Attn: Laurence Roach, Esq.</b>
Phone: <b>203-542-4126</b> <b>203-542-4255</b>	Phone:
Last Four Digits of Acct #:	Last Four Digits of Acct #:
Court Claim # (if known): 12677, 14318	
Date Claim Filed:	

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:  Date: October 31, 2006  
Michael Gatto

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**~DEADLINE TO OBJECT TO PARTIAL TRANSFER~**

The transferor of claim named above is advised that this Notice of Partial transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

CLERK OF THE COURT

**EXHIBIT A**

**AMENDED EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **PANASONIC AUTOMOTIVE SYSTEMS COMPANY OF AMERICA, DIVISION OF PANASONIC CORPORATION OF NORTH AMERICA** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, LLC, AS AGENT FOR SILVER POINT CAPITAL FUND, L.P. AND SILVER POINT CAPITAL OFFSHORE FUND, LTD.** (the "Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Delphi Automotive Systems LLC (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Automotive Systems LLC*, Chapter 11 Case No. 05-44640 (RDD) (Jointly Administered) (the "Bankruptcy Case"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$8,000,000.00 (the "Subject Claim").

Assignor hereby waives any objection to the transfer of the Subject Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Subject Claim and recognizing the Assignee as the sole owners and holders of the Subject Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Subject Claim, and all payments or distributions of money or property in respect of the Subject Claim, shall be delivered or made to the Assignee.

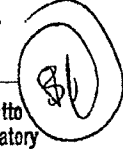
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS \_\_\_\_ day of \_\_\_\_\_, 2006.

**SPCP GROUP, L.L.C., AS AGENT FOR  
SILVER POINT CAPITAL FUND, L.P.  
AND SILVER POINT CAPITAL  
OFFSHORE FUND, LTD.**

By: 

Name:

Title:

  
Michael A. Getto  
Authorized Signatory

**PANASONIC AUTOMOTIVE SYSTEMS  
COMPANY OF AMERICA, DIVISION OF  
PANASONIC CORPORATION OF  
NORTH AMERICA**

By: 

Name:

Title:

**VINCENT SARRECCHIA  
PRESIDENT**